

COVER SHEET

A	S	0	9	4	-	0	0	0	0	8	8
---	---	---	---	---	---	---	---	---	---	---	---

SEC Registration Number

S	M		P	R	I	M	E		H	O	L	D	I	N	G	S	,		I	N	C	.		A	N	D		S	U
B	S	I	D	I	A	R	I	E	S																				

(Company's Full Name)

7	/	F		M	O	A		S	q	u	a	r	e	,		S	e	a	s	h	e	l	l		L	a	n	e	
c	o	r	.		C	o	r	a	l		W	a	y	,		M	a	l	l		o	f		A	s	i	a		C
o	m	p	l	e	x	,		B	r	g	y	.		7	6		Z	o	n	e		1	0	,		C	B	P	
1	-	A	,		P	a	s	a	y		C	i	t	y	,		M	e	t	r	o		M	a	n	i	l	a	,
P	h	i	l	i	p	p	i	n	e	s																			

Mr. John Nai Peng C. Ong

(Contact Person)

8831-1000

(Company Telephone Number)

1	1	1	4
Month	Day		
(Calendar Period)			

1	7	-	C	
(Form Type)				

Month	Day		
(Annual Meeting)			

(Secondary License Type, If Applicable)

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings	
Domestic	Foreign

To be accomplished by SEC Personnel concerned

File Number									
Document ID									

_____ LCU
_____ Cashier

STAMPS									
--------	--	--	--	--	--	--	--	--	--

Remarks: Please use BLACK ink for scanning purposes.

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE (SRC)
AND SRC RULE 17(a)-1(b)(3) THEREUNDER

1. November 14, 2025
Date of Report
2. SEC Identification Number AS094-000088
3. BIR Tax Identification No. 003-058-789
4. SM PRIME HOLDINGS, INC.
Exact name of registrant as specified in its charter
5. PHILIPPINES 6. (SEC Use Only)
Province, country or other jurisdiction of incorporation Industry Classification Code:
7. 7/F MOA Square, Seashell Lane cor. Coral Way, Mall of Asia Complex, Brgy. 76 Zone 10, CBP 1-A, Pasay City, Metro Manila, Philippines 1300
Address of principal office Postal Code
8. (632) 8831-1000
Registrant's telephone number, including area code
9. N/A
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
COMMON STOCK, P1 PAR VALUE	28,830,777,994
DEBT SECURITIES – RETAIL BOND	141,458,500,000
.....
.....
.....

11. Indicate the item numbers reported herein: ITEM # 9, LETTER B.

Subject of the Disclosure

Buyback of SMPH shares

Background/Description of the Disclosure

Please be informed that the Company purchased 3,200,000 common shares. This is pursuant to the Company's share buyback program approved by the Board last December 9, 2024.

Type of Securities

- ☒ Common
- ☐ Preferred-
- ☐ Others-

Details of Share Buy-Back Transaction(s)

Date of Transaction	Number of Shares Purchased	Price Per Share	
November 14, 2025	20,000	18.8800	
November 14, 2025	181,600	18.9000	
November 14, 2025	50,000	18.9200	
November 14, 2025	42,300	18.9400	
November 14, 2025	80,000	18.9600	
November 14, 2025	163,400	18.9800	
November 14, 2025	1,512,700	19.0000	
November 14, 2025	20,000	19.0200	
November 14, 2025	60,000	19.0400	
November 14, 2025	20,000	19.0600	
November 14, 2025	20,000	19.0800	
November 14, 2025	110,000	19.1000	
November 14, 2025	170,000	19.1200	
November 14, 2025	50,000	19.1400	
November 14, 2025	90,000	19.2000	

November 14, 2025	20,000	19.2600
November 14, 2025	20,000	19.2800
November 14, 2025	140,000	19.3000
November 14, 2025	50,000	19.3200
November 14, 2025	20,000	19.3800
November 14, 2025	20,000	19.4000
November 14, 2025	50,000	19.4200
November 14, 2025	100,000	19.4400
November 14, 2025	20,000	19.4600
November 14, 2025	145,000	19.4800
November 14, 2025	25,000	19.5000
	3,200,000	
Effects on Number of Shares		
	Before	After
Outstanding Shares	28,830,777,994	28,827,577,994
Treasury Shares	4,335,522,081	4,338,722,081
Cumulative Number of Shares Purchased to Date ¹	51,653,700	
Total Amount Appropriated for the Buy-Back Program	PHP5 to 10 Billion	
Total Amount of Shares Repurchased	PHP1,092,908,219	
Other Relevant Information		
-		

¹ From the date when the share buy-back program commenced.

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SM PRIME HOLDINGS, INC.
Registrant

Date: November 14, 2025

A handwritten signature in black ink, appearing to read "John Nai Peng Ong", written over a horizontal line.

JOHN NAI PENG ONG
Chief Finance Officer & Corporate Information Officer